

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603

LOS ANGELES OFFICE
2029 CENTURY PARK EAST
LOS ANGELES, CALIF. 90067
AREA CODE 213 277-7200

AREA CODE 312 346-8000
CABLE ADDRESS: INTERLEX

WASHINGTON, D.C. OFFICE
1111 19TH STREET, N.W.
WASHINGTON, D.C. 20036
AREA CODE 202 463-2400

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NEW YORK 10017
AREA CODE 212 715-9000

WRITER'S DIRECT DIAL (312) _____

SAN FRANCISCO OFFICE
ONE POST STREET
SAN FRANCISCO, CALIF. 94104
AREA CODE 415 397-2823

February 6, 1989

RECORDATION NO.

FILED 1425

FEB 10 1989 4 10 AM

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary, Interstate
Commerce Commission
Washington, DC 20423

Re: Recordation No. 10799

Dear Secretary:

I am an attorney representing the parties to the enclosed Agreement for the purpose of this filing. I have enclosed one original and three certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

This document is a Termination Agreement and Full Release, a secondary document, dated as of December 30, 1988.

The primary document to which this is connected is recorded under Recordation No. 10799.

The names and addresses of the parties to this document are as follows:

Secured Party: Manufacturers Hanover Leasing Corporation
270 Park Avenue
New York, New York 10017

Owner: RCC Investments, Inc., successor in
interest to Hillman Coal & Coke Company
Wilmington Trust Center
Rodney Square North, Suite 1006
Wilmington, Delaware 19801

INTERSTATE COMMERCE COMMISSION

Date 2/10/89

File # 13-00

ICC Washington, D.C.

MOTOR OPERATING UNIT

FEB 10 4 03 PM '89

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
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WRITER'S DIRECT DIAL (312) _____

February 4, 1989

SAN FRANCISCO OFFICE
ONE POST STREET
SAN FRANCISCO, CALIF. 94104
AREA CODE 415 397-2823

9-0484 013

Interstate Commerce Commission
Washington, DC 20423

Attention: Mildred Lee

Re: Filings

Dear Ms. Lee:

Enclosed are transmittal letters, one original and three conformed copies for each of five separate transactions entitled Termination Agreement and Full Release, together with the transmittal fee for each. My client would like each document filed as noted on the transmittal letter with extra copies of the document and a copy of the transmittal letter file-stamped and returned to me.

Please give me a call at the above number if there are any problems.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/kjr

Enclosure

cc: Paul Lechner (w/encl.)
J. David Rosenberg (w/encl.)
Harvey Cavayero (w/encl.)

ICE Washington, D.C.

FEB 10 4 02 PM '89
MOTOR OPERATING UNIT

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

9-048A013

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603

AREA CODE 312 346-8000

CABLE ADDRESS: INTERLEX

WRITER'S DIRECT DIAL (312) _____

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757 THIRD AVENUE
NEW YORK, NEW YORK 10017
AREA CODE 212 715-9000

February 15, 1989

Mrs. Mildred Lee
Interstate Commerce Commission
Room 2303
Washington, DC 20423

Re: Manufacturer's Hanover Leasing Corporation/
Termination Agreement and Full Release

Dear Mrs. Lee:

Thank you for your telephone call of Monday,
February 13, 1989. Enclosed is our firm's check in the
amount of \$15.00 payable to Interstate Commerce Commission to
cover the shortage in filing fee.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/kjr

Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

2/17/89

OFFICE OF THE SECRETARY

Demarest Yant

Seyfarth, Shaw Fairweather & Geraldson
55 East Monroe Street Suite 4200
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 2/10/89 at 4:10pm, and assigned recordation number(s).

10799-A, 11029-C, 11176-C, 11789-C, 11917-E

Sincerely yours,

Neville L. McEwen

Secretary

Enclosure(s)

Certified Copy

RECORDATION NO 10799 A FILED 1425

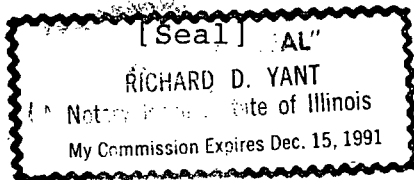
FEB 10 1989 -4 10 AM

INTERSTATE COMMERCE COMMISSION

State of Illinois)
) SS
County of Cook)

I, Richard D. Yant, a notary public in and for the
County and State aforesaid, certify that I have compared
the attached copy with the original and have found the
copy to be complete and identical in all respects to the
original document.

Date: R.D.Y.



Signature of Notary Public

[WANG G-109]

RECORDATION NO. _____ FILED 1989
FEB 10 1989 -4 10 AM
INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT AND FULL RELEASE

WHEREAS, MANUFACTURERS HANOVER LEASING CORPORATION as Lender ("MHL") and RCC INVESTMENTS, INC., successor in interests to HILLMAN COAL & COKE COMPANY as the Company ("RCC") are parties to a Loan and Security Agreement (as heretofore supplemented and amended, the "Agreement") dated as of July 31, 1979 covering 249 boxcars (originally 250 cars, one destroyed) (the "Cars") bearing the reporting marks listed on Exhibit A attached hereto and made a part hereof; and

WHEREAS, the Agreement was filed with the Interstate Commerce Commission (the "ICC") on September 7, 1979 and bears Recordation No. 10799; and

WHEREAS, the Agreement was supplemented by Supplement No. 1 dated as of October 18, 1980 (the "Supplement"), which Supplement was filed with the ICC on October 22, 1980 and bears Recordation No. 10799; and

WHEREAS, MHL, and RCC desire to terminate the Agreement and MHL desires to release the lien and security interest created pursuant to the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Agreement is terminated, and the Cars and the Collateral (as defined in the Agreement) are released from all liens, assignments and security interests which MHL may have thereon.

2. Filing. The parties consent to the filing of this Termination Agreement And Full Release and any other necessary documents with the ICC (and, if necessary, with any other regulatory or governmental entity) to effect a release of all liens of record existing against the Cars.

3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

4. Satisfaction. MHL acknowledges satisfaction and discharge of all Obligations and the Notes (as defined in the Agreement) of RCC arising under the Agreement or issued thereunder, and full release of any guarantor thereof.

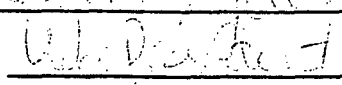
IN WITNESS, WHEREOF, the parties hereto have executed this Agreement as of December 30, 1988.

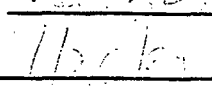
WITNESS:

MANUFACTURERS HANOVER LEASING CORPORATION

BY: 

BY: 

TITLE: 

DATE: 

WITNESS:

RCC INVESTMENTS, INC.

BY: 

BY: 

TITLE: Vice-President

DATE: 1/25/89

Exhibit A

DESCRIPTION OF CARS

Equipment:

249-50' 70-Ton, Plate-C and Plate-B, XP and XM Steel Boxcars (originally 250 cars, one car destroyed) as listed below:

1. 50 Plate-C, XP Boxcars (currently operated by Canadian Pacific Limited and managed by Emons Industries, Inc.) in series as follows:

Canadian Pacific - QC 76500-76549

2. 52 Plate-B, XM Boxcars (currently operated by Burlington Northern Railroad Company and managed by NRUC Corporation) in series as follows:

MISS 6000-6074 except:	6001	6004	6005	6009
	6010	6026	6029	6034
	6036	6040	6042	6044
	6045	6048	6049	6051
	6052	6055	6061	6062
	6063	6068	and	6071

3. 147 Plate-B, XP Boxcars (currently operated by Escanaba & Lake Superior Railroad Company and managed by Brae Transportation, Inc.) in series as follows:

MOSCOW CAMDEM & SAN AUGUSTINE

- a) 22 Boxcars in series MCSA 6001-6068, specifically:

6001	6004	6005	6009
6010	6026	6029	6034
6036	6040	6042	6044
6045	6048	6049	6051
6052	6055	6061	6062
6063	and	6068	

- b) 125 Boxcars-MCSA 7000-7124

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 30th day of January, 1989, before me personally appeared MARGARET A. GILLIS, to me personally known, who being duly by me sworn, says that (s)he is the Vice President of MANUFACTURERS HANOVER LEASING CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 30th day
of January, 1989

Deborah J. Sampson
Notary Public
STATE OF
COUNTY OF

DEBORAH J. SAMPSON
Notary Public, State of New York
No. 31-4845251
Qualified in New York County
Commission Expires July 31, 1993
) SS.:
)

On this day of January, 1989, before me personally appeared, to me personally known, who being duly by me sworn, says that (s)he is the of RCC INVESTMENTS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this day
of January, 1989

Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF)

On this day of January, 1989, before me personally appeared , to me personally known, who being duly by me sworn, says that (s)he is the Vice President of MANUFACTURERS HANOVER LEASING CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this day
of January, 1989

Notary Public

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this 25TH day of January, 1989, before me personally appeared Darlene Clarke, to me personally known, who being duly by me sworn, says that (s)he is the Vice-President of RCC INVESTMENTS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 25TH day
of January, 1989

Joan L. Bachner
Notary Public